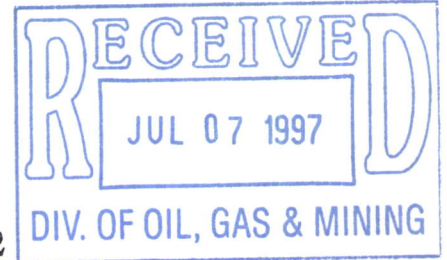


James W. Goddard, Ph.D.
RR #5, Box 34A
Lake Eufaula, Oklahoma 74432
918-689-2195 Fax 918-689-2642



July 1, 1997

Mr. Tony Gallegos
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple
P.O. Box 145801
Salt Lake City, UT 84114

Ref: E/037/093

Dear Mr. Gallegos,

The following defines the revisions, I have been authorized to make, to the Notice of Intention to Conduct Exploration recently filed by Golden Empire, Ltd.:

- 1. Relocation of the site to north of the access road, as per Attachment #1.**
- 2. Reduction in the overall test area from 217,800 sq. ft. to 181,500 sq. ft. by eliminating planned test sites 11, 12, 13, 14 and 15., please see Attachment #2.**
- 3. Reduction of the projected mining period to one year.**
- 4. Test Site #16 will reduced in size to approximately 90' by 160'.**
- 5. Concentrates will be moved off site to private property, in San Juan County, Utah, for benefitation.**

In a letter from Mr. Will Stokes, dated June 12, 1997, he indicated that activity proposed is considered a mining operation rather than an exploration activity, therefore, I have attached a completed Notice of Intention to Commence Small Mining Operations.

In regards to parking and equipment staging, the equipment area includes an area of approximately 2400 sq. ft for parking and equipment staging. The processing equipment will all be located in an area of less than 2400 sq. ft.

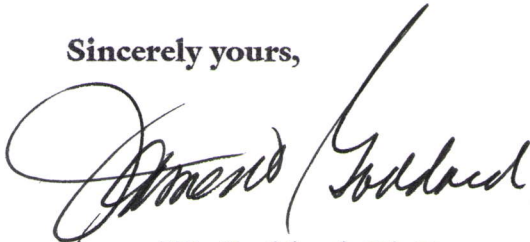
Attached is a copy of the letter defining the revisions to the Mineral Exploration Plan of Operation of the being submitted, this date, to the School and Institutional

Trust Lands Administration.

If you have any questions or comments, please contact me at you earliest possible convenience.

Thank you.

Sincerely yours,

A handwritten signature in cursive script, reading "James W. Goddard". The signature is written in dark ink and is positioned above the printed name.

James W. Goddard, Ph.D.

**cc: Mr. Will Stokes
Mr. Daniel Wiley
Mr. Bob Bolles**